

獨立核數師報告 Independent Auditors' Report

致南洋商業銀行有限公司股東
(於香港註冊成立的有限公司)

本核數師(以下簡稱「我們」)審計了後附於第31頁至第226頁南洋商業銀行有限公司(「貴銀行」)及其附屬公司(統稱「貴集團」)的綜合財務報表,包括於2013年12月31日的綜合及公司資產負債表與截至該日止年度的綜合收益表、綜合及公司全面收益表、綜合及公司權益變動表和綜合現金流量表,以及主要會計政策摘要和其他附註解釋資料。

董事對綜合財務報表的責任

貴銀行董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》編製真實而公平列報的綜合財務報表,以及對董事認為必要的內部控制負責,以使其編製的綜合財務報表不存在由於舞弊或錯誤而導致的重大錯報。

核數師的責任

我們的責任是根據我們的審計對上述綜合財務報表發表意見。我們按照香港《公司條例》第141條,僅向全體股東(作為一個整體)報告,除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

我們已根據香港會計師公會頒佈的《香港審計準則》執行了審計工作。該準則要求我們遵守職業道德守則,計劃和執行審計工作以對上述綜合財務報表是否不存在重大錯報獲取合理保證。

To the shareholders of Nanyang Commercial Bank, Limited
(Incorporated in Hong Kong with limited liability)

We have audited the consolidated financial statements of Nanyang Commercial Bank, Limited (the "Bank") and its subsidiaries (together, the "Group") set out on pages 31 to 226, which comprise the consolidated and company balance sheets as at 31 December 2013, and the consolidated income statement, the consolidated and company statements of comprehensive income, the consolidated and company statements of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Bank are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. Our report is made solely to you, as a body, in accordance with section 141 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

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審計工作涉及實施審計程序，以獲取有關綜合財務報表金額和披露的審計證據。選擇的審計程序取決於核數師的判斷，包括對由於舞弊或錯誤導致的綜合財務報表重大錯報風險的評估。在進行風險評估時，核數師考慮與編製真實而公平列報的綜合財務報表相關的內部控制，以設計恰當的審計程序，但目的並非對內部控制的有效性發表意見。審計工作還包括評價董事選用會計政策的恰當性和作出會計估計的合理性，以及評價綜合財務報表的總體列報。

我們相信，我們獲取的審計證據是充分、適當的，為發表審計意見提供了基礎。

意見

我們認為，上述綜合財務報表已經根據《香港財務報告準則》，真實而公平地反映了貴銀行和 貴集團2013年12月31日的財務狀況以及 貴集團2013年度的利潤和現金流量，並已按照香港《公司條例》妥為編製。

安永會計師事務所
執業會計師

香港
2014年3月20日

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Bank and of the Group as at 31 December 2013, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

Ernst & Young
Certified Public Accountants

Hong Kong
20 March 2014